



0809385

RESTATED ARTICLES OF INCORPORATION OF
ACADEMY OF TELEVISION ARTS & SCIENCES

FILED 
SECRETARY OF STATE
STATE OF CALIFORNIA

16 APR -4 2018 

The undersigned certify that:

1. They are the Chair of the Board and the Secretary, respectively, of Academy of Television Arts & Sciences, a California nonprofit mutual benefit corporation (the "Corporation").
2. The Articles of Incorporation of this Corporation are amended and restated to read as follows:

RESTATED ARTICLES OF INCORPORATION OF
ACADEMY OF TELEVISION ARTS & SCIENCES

ARTICLE ONE

The name of this corporation (hereafter referred to as the "Corporation") is: Academy of Television Arts & Sciences.

ARTICLE TWO

The Corporation shall have a perpetual existence.

ARTICLE THREE

- A. This Corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this Corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.
- B. The specific and primary purposes for which this Corporation is formed are: to foster and promote the development of the art and science of television, to encourage and promote customs and practices which will be for the best interest of the public and the television industry, and to promote cooperation and understanding among the Corporation's members.
- C. Notwithstanding any other provisions of these Articles:
 1. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of the Corporation and shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the Regulations thereunder, or the corresponding provisions of any future United States internal revenue law (the "Code"); and
 2. No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private person, except that reasonable

compensation may be paid for services actually rendered to or for the Corporation, and no director or officer of the Corporation, or any private person, shall be entitled to share in the distribution of any of the assets of the Corporation upon the dissolution of the Corporation.

ARTICLE FOUR

The Corporation shall have members. The classes and the rights, privileges, preferences, restrictions and conditions attaching to each class of members shall be prescribed in the Corporation's Bylaws.

ARTICLE FIVE

The Corporation shall be managed by a Board of Directors, with the number of Directors as set forth in the Bylaws. The Directors shall be elected or appointed in the manner set forth in the Bylaws and shall serve terms as set forth in the Bylaws.

ARTICLE SIX

In the event of the termination, liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the Corporation that remain after the payment or provision for payment of the obligations and liabilities of the Corporation shall be transferred in a manner approved by the Corporation's Board of Directors that is consistent with the provisions of the Nonprofit Mutual Benefit Corporation Law, the Code, or any other applicable law or regulation.

ARTICLE SEVEN

This Corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to this Corporation under Part 5 thereof.

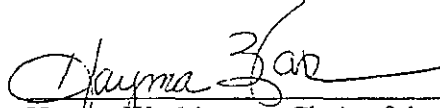
ARTICLE EIGHT

These Restated Articles of Incorporation may be amended from time to time in any and as many respects as may be desired; provided: (i) that the Restated Articles of Incorporation as amended may contain only such provisions as might be lawfully contained in original Articles of Incorporation; and (ii) that any such amendments are made in the manner and pursuant to the procedures and requirements prescribed by law.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.
4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of the members.

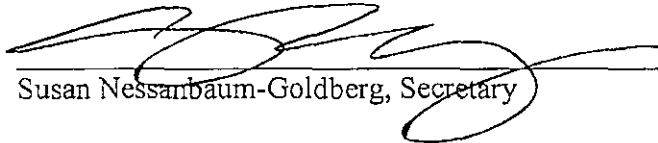
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 3/29/2018



Hayma Washington, Chair of the Board

Date: 03/21/2018



Susan Nessenbaum-Goldberg, Secretary